

Counterpart - Robert C. Lindell

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RECORDATION NO. 21414-A

FILED

MAY 15 '98

3-54 PM

THOMAS M. AUCHINCLOSS, JR.

LEO C. FRANEY

JOHN D. HEFFNER

KEITH G. O'BRIEN

BRYCE REA, JR.

BRIAN L. TROLANO

ROBERT A. WIMBISH

DONALD E. CROSS (1923-1986)

BY HAND

May 15, 1998

Ms. Janice Fort
Equipment Recordation Office
Surface Transportation Board
1925 K Street, N.W. - Room 704
Washington, D.C. 20423

RE: Caldwell-Baker Company - Assignor
NationsBank, NA - Assignee

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. § 11301 is the following document:

A conforming copy of the "Memorandum of Assignment of Lease for Security Interest Only," dated May 13, 1998 -- a secondary document as defined in the Board's Rules for Recordation of Documents under 49 CFR § 1177. The names and addresses of the parties to this assignment agreement are as follows:

Assignor: Caldwell-Baker Company
5250 W. 94th Terrace
Prairie Village, KS 66207

Assignee: NationsBank, NA
14 West 10th Street
Kansas City, MO 64105

A description of the railroad equipment covered by the Memorandum of Assignment of Lease for Security Interest Only is fully set forth in the Assignment Agreement and particularly at Exhibit A-1 of the Assignment Agreement.

Janice Fort
May 15, 1998
Page Two

A short summary of the enclosed document to appear in the Board's index is as follows:

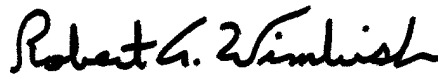
Memorandum of Assignment of Lease for Security Interest Only dated May 13, 1998, between (1) Caldwell-Baker Company (Assignor) and (2) NationsBank, NA (Assignee), amending and supplementing the Lease Agreement by and between Caldwell-Baker Company (Lessor) and Southern Illinois Railcar Company (Lessee) recorded with the STB as Recordation Number _____.

The enclosed instrument should be recorded as STB Recordation Number _____.

A recordation fee of \$26.00 is enclosed.

Please let me know if you need anything else.

Sincerely Yours,


Robert A. Wimbish

Enclosures

cc: William J. Hornung

MAY 15 '98

3-54 PM

MEMORANDUM OF ASSIGNMENT OF LEASE
FOR SECURITY INTEREST ONLY

Memorandum of Assignment of Lease for Security Interest Only
(hereafter, "Assignment" or "Assignment of Lease") made and
entered into as of May 12th, 1998 by and between
Caldwell-Baker Company, a Delaware corporation
("Assignor"), and NationsBank, N.A., a national bank with offices
at 14 West 10th Street, Kansas City, Missouri ("Assignee").

WITNESSETH:

WHEREAS, Assignor, as Lessor, has leased to Southern Illinois
Railcar Company ("Lessee") as many as four-hundred and two (402)
4,740-4,785 cubic foot, 100 ton, through hatch, gravity
discharge, covered hopper cars (as specifically identified in
Exhibit A to a Railcar Lease Agreement by and between Assignor
and Lessee executed and dated as of August 29, 1997 and
modified/amended as of October 20, 1997 -- the two instruments
collectively referred to hereafter, "the Lease"). The above-
described cars shall be referred to hereafter as "the Railcars."

WHEREAS, Assignee for Lease has entered into certain financial
arrangements with Assignor whereby, for good and valuable
consideration and as security for certain funds that Assignee has
agreed to lend to Assignor, Assignor has agreed to convey to
Assignee all of Assignor's right title and interest in the Lease
(but only upon an Event of Default as defined in paragraph 4 of
the "Security Agreement" -- as the term "Security Agreement" is
described below -- and only with respect to a selected number of
the Railcars as is specifically listed in Exhibit A-1, attached
hereto), the Lease is being assigned by Assignor to Assignee.

NOW, THEREFORE, know all persons by these presents that effective
May 13, 1998, Assignor has assigned to Assignee
for security purposes only, and Assignee has accepted and assumed
all the rights, responsibilities and obligations of the Assignor
under the Lease (and as relates only to a select group of the
Railcars identified in Exhibit A-1) arising on and after
May 13, 1998. Further, the subject assignment shall be
recorded with the Surface Transportation Board in Washington,
D.C.

FURTHER, Assignor will retain all of its rights and interest in
the above-described railcar lease unless and until Assignor is in
default under paragraph 4 of the "Security Agreement" (as the
term "Security Agreement" is defined below).

IN WITNESS WHEREOF, the parties hereto have caused this
instrument to be duly executed by their respective corporate
officers with an effective date as first above written.

This Memorandum of Assignment of Lease for Security Interest Only is further documentation of a transaction entitled "Security Agreement" (executed and dated as of May 13, 1978), and especially as relates to Section 2-A of the Security Agreement, between Assignor and Assignee, and neither expands upon nor limits the rights and obligations under this Assignment of Lease.

NATIONSBANK, N.A.

BY: [Signature]

TITLE: Vice President

CALDWELL-BAKER COMPANY

BY: [Signature]

TITLE: President

EXHIBIT A-1

(170 RFMX MARKED RAILCARS LEASED TO SOUTHERN ILLINOIS RAILCAR)

	A	B	C	D
1	51005	464469	464781	464868
2	464042	464483	464782	464870
3	464087	464484	464785	464872
4	464100	464487	464786	464875
5	464101	464490	464789	464877
6	464115	464491	464791	464881
7	464165	464492	464792	464883
8	464166	464496	464793	464887
9	464170	464525	464794	464888
10	464173	464547	464795	464892
11	464195	464566	464796	464893
12	464198	464573	464797	464896
13	464199	464610	464798	464903
14	464201	464639	464799	464904
15	464204	464640	464802	464907
16	464207	464646	464803	464912
17	464211	464649	464804	464916
18	464214	464656	464805	
19	464218	464673	464806	
20	464228	464694	464809	
21	464230	464704	464811	
22	464248	464721	464813	
23	464275	464728	464814	
24	464279	464729	464815	
25	464282	464734	464817	
26	464288	464738	464819	
27	464293	464742	464823	
28	464308	464743	464829	
29	464311	464744	464830	
30	464321	464745	464835	
31	464335	464747	464837	
32	464336	464748	464838	
33	464344	464749	464840	
34	464369	464754	464843	
35	464373	464755	464844	
36	464403	464760	464845	
37	464409	464761	464847	
38	464413	464763	464849	
39	464414	464764	464850	
40	464416	464765	464851	
41	464420	464767	464852	
42	464421	464768	464854	
43	464422	464769	464856	
44	464425	464770	464857	
45	464426	464771	464858	
46	464429	464772	464859	
47	464436	464774	464861	
48	464446	464775	464862	
49	464449	464776	464863	
50	464458	464779	464865	
51	464464	464780	464866	

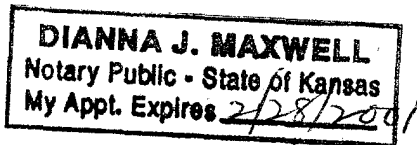
State of Kansas)
County of Johnson)

On this 13th day of May, 1998, before me appeared Carle Baker, Jr. to me personally known, who being by me duly sworn, did say that he is the President of Caldwell-Baker Company, a corporation organized under the laws of the State of Kansas, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said officers acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

My Term expires: 2/28/2001

Dianna J. Maxwell
Notary Public



State of Missouri)
County of Jackson)

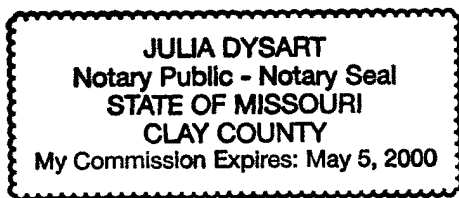
On this 14th day of May, 1997, before me appeared William J. Hornung to me personally known, who being by me duly sworn, did say that he is the Vice President of NationsBank, a corporation organized under the laws of the United States of America, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said directors acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

My Term expires: *May 5, 2000*

Julia Dysart

Notary Public



AFFIDAVIT

City of Washington)
) ss.
District of Columbia)

Robert A. Wimbish, being duly sworn according to the law,
deposes and states as follows:

1. I am submitting for recordation with the Surface
Transportation Board the attached copy of a "Memorandum of
Assignment of Lease for Security Interest Only" dated as of May
13, 1998, by and between Caldwell-Baker Company ("Assignor") and
NationsBank, NA ("Assignee").

2. I have compared the attached copy with the original
document, and I have found the attached copy to be complete and
identical in all respects to the original document.

Robert A. Wimbish
(Signature)

Robert A. Wimbish
(Printed or Typed)

Subscribed and sworn to before me, a Notary Public, in
and for the City of Washington, District of Columbia, this 15th
day of May, 1998.

My Commission expires:

03/31/2001

Mary O. Robinson
(Notary Public)